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FLORIDA PROFIT CORPORATION OR P.A.

PHILLIP'S BAKERY, INC.

Certificate of Status	0
Certified Copy	0
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ARTICLES OF INCORPORATION

OF

PHILLIP'S BAKERY, INC.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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The undersigned incorporator, for the purpose of forming a corporation under Chapter 607 of the laws of the State of Florida, hereby adopts the following Articles of Incorporation.

ARTICLE 1 - NAME

The name of the Corporation shall be **PHILLIP'S BAKERY, INC.**, (hereinafter, "Corporation").

ARTICLE 2 - NATURE OF BUSINESS

This corporation may engage or transact in any or all lawful activities or business permitted under the laws of the United States, the State of Florida or any other state, country, territory or nation including, but not limited to, development, manufacturing and sales of products and related services supporting the Bakery Industry.

ARTICLE 3 - PRINCIPAL OFFICE

The address of the principal office of this corporation is 205C NW 1ST Avenue, Ft. Lauderdale, Florida 33301.

ARTICLE 4 - INCORPORATOR

The name and street address of the incorporator of this corporation is:

Phillip A. Thompson
205 C NW 1st Avenue
Ft. Lauderdale, FL 33301

ARTICLE 5 - CAPITALIZATION

The maximum number of shares that the corporation is authorized at any time to have outstanding is **ONE THOUSAND (1,000)** shares of common stock, each having a par value of **ONE DOLLAR (\$1.00)**.

CBS Financial, CPA, PA
By: Luis A. Escobar, Jr. CPA
5440 N. State Road 7, Suite 211
Ft. Lauderdale, FL 33319
(954) 730-3511 - Facsimile (954) 730-3611

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ARTICLE 6 - TERM OF EXISTENCE

This corporation is to exist perpetually.

ARTICLE 7 - OFFICERS

The officers of this corporation shall be:

President:	Phillip A. Thompson
Vice-President:	Phillip A. Thompson
Secretary:	Phillip A. Thompson
Treasurer:	Phillip A. Thompson

whose addresses shall be the same as the principal office of this Corporation.

ARTICLE 8 - DIRECTORS

The Directors of this Corporation shall be:

Phillip A. Thompson

whose addresses shall be the same as the principal office of this Corporation.

ARTICLE 9 - SHAREHOLDERS' RESTRICTIVE AGREEMENT

All shares of the stock of this Corporation may be subject a Shareholders' Restrictive agreement. If so, numerous restrictions on the rights of shareholders of this Corporation as well as transferability of the shares of stock of the Corporation may be contained therein. A copy of the Shareholders' Restrictive Agreement, if any, is on file at the principal office of the Corporation.

ARTICLE 10 - REGISTERED OFFICE AND REGISTERED AGENT

The initial street address of the registered office of this Corporation is 205C NW 1st Avenue, Ft. Lauderdale, FL 33301. The registered agent of this Corporation is Phillip A. Thompson.

ARTICLE 11 - EFFECTIVE DATE

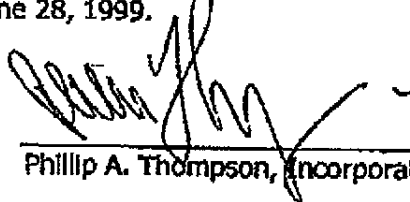
These Articles of Incorporation are to be effective upon approval by the Secretary of State of the State of Florida.

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IN WITNESS THEREOF, the undersigned has hereunto set their hand and seal, acknowledged and filed these foregoing Articles of Incorporation under the laws of the State of Florida, this June 28, 1999.


Phillip A. Thompson, Incorporator

**ACCEPTANCE OF REGISTERED AGENT DESIGNATED
IN ARTICLES OF INCORPORATION**

The undersigned, Phillip A. Thompson, having a business office identical with the registered office of the above Corporation, and having been designated as the Registered Agent in the above and foregoing Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under the applicable provisions of the Florida Statutes.


Phillip A. Thompson

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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